

Law Offices of
FARMER, PRICE, HORNSBY & WEATHERFORD

115 WEST ADAMS STREET
DOTHAN, ALABAMA 36303

J. HUBERT FARMER (1896-1976)
EDWARD M. PRICE, JR.
ERNEST H. HORNSBY
JOEL W. WEATHERFORD

D. LEWIS TERRY, JR.
ELIZABETH H. GLADSTONE

*ALSO LICENSED IN FLORIDA

P. O. DRAWER 2228
DOTHAN, ALABAMA 36302

TELEPHONE (334) 793-2424

FAX (334) 793-6624

February 7, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: FEDERAL EXPRESS

RE: TOP LINE EXHAUST, INC.

100002082511--2
-02/10/97--01050--008
*****70.00 *****70.00

Dear Sirs:

My secretary called on Tuesday, February 4, 1997, and requested the name reservation of the above referenced corporation.

Although we have not received your response with the Reservation Number, we would like to go ahead and file the following documents:

- (1) Original and one copy of the **ARTICLES OF INCORPORATION**;
- (2) Original and one copy of the **APPOINTMENT OF RESIDENT AGENT**;
- (3) Check in the amount of \$70.00 made payable to your office for the filing fee and designation of registered agent fee.

If you should have any questions or need additional information, please do not hesitate to contact me.

Sincerely,



Edward M. Price, Jr.

EMPjr/dcp
Enclosure: As Stated

Florida.ltr

97 FEB 10 AM 9:16
FEB 10 1997
FEB 10 1997

ARTICLES OF INCORPORATION
OF
TOP LINE EXHAUST, INC.

FILED
97 FEB 10 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME: The name of the Corporation is **TOP LINE EXHAUST, INC.**

ARTICLE TWO

DURATION: The term of the existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of \$10.00 per share.

ARTICLE FIVE

REGISTERED OFFICE: The street address of the initial registered office of the corporation is 4949 Distribution Drive, Tampa, Florida 33605 and the name of the initial registered agent at such address is **CHRISTOPHER R. DAWSON.**

PRINCIPAL OFFICE: The principal office address (mailing address) is 4949
Distribution Drive, Tampa, Florida 33605.

ARTICLE SIX

DIRECTORS: The board of directors of the corporation shall consists of two (2)
members.

The names and address of the first board of directors are:

Ronald R. Johns
151 Tinker Court
Dothan, Alabama 36303

Christopher R. Dawson
3705 Kentfield Place
Valrico, Florida 33594

ARTICLE SEVEN

INCORPORATORS: The names and addresses of the incorporators are:

Ronald R. Johns
151 Tinker Court
Dothan, Alabama 36303

Christopher R. Dawson
3705 Kentfield Place
Valrico, Florida 33594

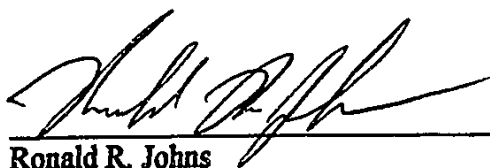
ARTICLE EIGHT

COMMENCEMENT OF EXISTENCE: The Corporation shall be deemed to
commence its existence on the date of the filing with the Secretary of State of Florida.

ARTICLE NINE

The powers of the incorporators shall cease upon filing of the Articles of Incorporation.

IN WITNESS WHEREOF, we have subscribed our names this 6th day of February, 1997.



Ronald R. Johns



Christopher R. Dawson

STATE OF Florida)
Hillsborough COUNTY)

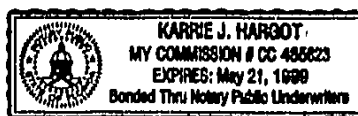
I, the undersigned authority in and for said County, in said State, hereby certify that RONALD R. JOHNS, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 6th day of February, 1997.



NOTARY PUBLIC

My Commission Expires: _____



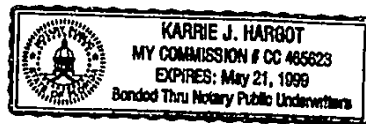
STATE OF Florida)
Hillsborough COUNTY)

I, the undersigned authority in and for said County, in said State, hereby certify that CHRISTOPHER R. DAWSON, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 6th day of February, 1997.

Karrie J. Hargot
NOTARY PUBLIC

My Commission Expires: _____



PREPARED BY:

EDWARD M. PRICE, JR.
(FLORIDA LICENSE NUMBER: 207551)
FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.
POST OFFICE DRAWER 2228
DOTHAN, ALABAMA 36302
(334) 793-2424

articles

STATE OF FLORIDA

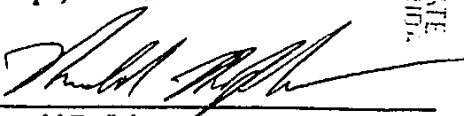
DEPARTMENT OF STATE

APPOINTMENT OF RESIDENT AGENT

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: **TOP LINE EXHAUST, INC.**, a corporation organized under the laws of the State of Florida with its principal office at **4949 Distribution Drive, Tampa, Florida 33605**, in the City of Tampa, County of Hillsborough, State of Florida, has named **Christopher R. Dawson** at **4949 Distribution Drive, Tampa, Florida 33605**, County of Hillsborough, State of Florida, as its agent to accept service of process within this State.

OFFICERS:

NAME:	TITLE:	SPECIFIC ADDRESS:
Ronald R. Johns	President	151 Tinker Court Dothan, Alabama 36303
Christopher R. Dawson	Sec/Treas.	4949 Distribution Drive Tampa, Florida 33605

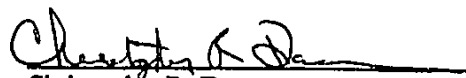


Ronald R. Johns
President

FILED
97 FEB 10 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree, as Resident Agent, to accept Service of Process: to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



Christopher R. Dawson
Resident Agent